# BRIDGE SERVICE CORP.

To: Tiffany A. Cinquemani, Paralegal

Robinson, Brog, Leinwand, Greene, Genovese & Gluck, P.C.

From: Angela Fletcher

Date: June 14, 2018

RE: ShiftPixy, Inc., debtor

(Your #101923.0008)

(Our #131-757)

We are responding to your service request, outlined herein is a report regarding the above.

#### Secretary of State of California

Financing Statement from ShiftPixy, Inc. to MEF I, LP, Alpha Capital Anstalt, Osher Capital Partners LLC, CVI Investments, Inc. and Dominion Capital LLC electronically recorded 6-11-18 as #18-7653281445.

#### Secretary of State of Wyoming

Financing Statement from ShiftPixy, Inc. to MEF I, LP, Alpha Capital Anstalt, Osher Capital Partners LLC, CVI Investments, Inc. and Dominion Capital LLC electronically recorded 6-13-18 as #2018-11031715.

Our invoice for service is enclosed; we look forward to hearing from you again.

# Case 1:19-cv-08019-KPF Document 1-4 Filed 08/27/19 Page 2 of 15

## **UCC FINANCING STATEMENT**

	LOW INSTRUCTIONS		1			
A. I	NAME & PHONE OF CONTACT AT FILER (optional)					
8	3002252736					
В. В	E-MAIL CONTACT AT FILER (optional)					
1. [	SEND ACKNOWLEDGMENT TO: (Name and Address) BRIDGE SERVICE CORP 199 BROADWAY STE 1508 NEW YORK, NY 10007 JSA  SEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do a line 1b, leave all of item 1 blank, check here i and provide the Individual Debtor inform 1a. ORGANIZATION'S NAME		FILING NU FILING DA IMAGE GEI THE ABOV	JMBER: ATE: 06/ NERATED E SPACE		CE USE ONLY
OR	ShiftPixy, Inc.  1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME		ADDITION	IAI NAME (CV/MITTAL (CV	OUESIN
	IB. INDIVIDUAL S SURNAME	FIRST PERSONAL NAME		ADDITION	IAL NAME(S)/INITIAL(S)	SUFFIX
	MAILING ADDRESS Venture, Suite 150	CITY Irvine		STATE CA	POSTAL CODE 92618	COUNTRY
	EBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name, do					or's name will not fit
ir	line 2b, leave all of item 2 blank, check here and provide the Individual Debtor inform 2a ORGANIZATION'S NAME	nation in item 10 of the Financing	Statement Addendu	m (Form UC	CC1Ad)	
	ZA. UNDANIZATION O NAIVIL					
OR	2b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
2c. N	MAILING ADDRESS	CITY		STATE	POSTAL CODE	COUNTRY
_						
3. S	ECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED P.	ARTY): Provide only <u>one</u> Secure	ed Party name (3a or	3b)		
:	3a. ORGANIZATION'S NAME MEF I, LP					
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(SYINITIAL(S)		AL NAME(S)/INITIAL(S)	SUFFIX
1	iailing address WALL STREET	CITY NEW YORK		STATE NY	POSTAL CODE 10005	COUNTRY
4. C	OLLATERAL: This financing statement covers the following collateral:					
s	ee Attachment(s)					
5. Ch	eck <u>only</u> if applicable and check <u>only</u> one box: Collateral is held in a Trust (see UCC1	IAd, item 17 and instructions)	being administe	red by a De	cedent's Personal Representa	tive
	theck <u>only</u> if applicable and check <u>only</u> one box:	a Transmittir - 1150k			cable and check <u>only</u> one box:	
		a Transmitting Utility		cultural Lien	1.1	
	TERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Consignee/Con	signor Seller/Buyer	Bailee/Bailor	Licensee/L	ICH ISOF	
	923.0008					

Page 2

# **UCC FINANCING STATEMENT ADDENDUM**

FOLL	OW INSTRUCTIONS			•			
	ME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was ebtor name did not fit, check here	left blank b	pecause individual				
	9a Organization's name ShiftPixy, Inc.						
OR	9b. INDIVIDUAL'S SURNAME						
	FIRST PERSONAL NAME			DOCUME	NIT NILIMI	BER: 70794500002	
	ADDITIONAL NAME(S)/INTITAL(S)		SUFFIX	IMAGE GEI	NERATED	ELECTRONICALLY FO	R WEB FILING ICE USE ONLY
10. E	DEBTOR'S NAME: Provide (10a or 10b) only <u>one</u> additional Debtor name or Debtor odify, or abbreviate any part of the Debtor's name) and enter the mailing address in line	name that 10c	t did not fit in line 1b or	2b of the Financing S	Statement (F	orm UCC1) (use exact, full na	ame; do not omit,
	10a. ORGANIZATION'S NAME						
	10b. INDIVIDUAL'S SURNAME						
OR	INDIVIDUAL'S FIRST PERSONAL NAME					7. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	**************************************
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)						SUFFIX
10c. N	MAILING ADDRESS	CITY			STATE	POSTAL CODE	COUNTRY
	ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SEC	URED F	PARTY'S NAME: P	rovide only <u>one</u> name	e (11a or 11b	o)	
	11a. ORGANIZATION'S NAME CVI Investments, Inc.						
	11b. INDIVIDUAL'S SURNAME	FIRST	PERSONAL NAME		ADDITION	AL NAME(S)/INITIAL(S)	SUFFIX
	MAILING ADDRESS California Street, Suite 3250	San I	Francisco		STATE CA	POSTAL CODE 94111	COUNTRY USA
12. A	DDITIONAL SPACE FOR ITEM 4 (collateral):						
13. RE	This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESCORDS (if applicable)	STATE	14. This FINANCING	يسسو	vers as-extra	cted collateral is filed	as a fixture filing.
	ame and address of RECORD OWNER of real estate described in item 16 (if Debtor as not have a record interest):		16. Description of re	eal estate:			
17. M	ISCELLANEOUS:		1				

Page 3

# UCC FINANCING STATEMENT ADDITIONAL PARTY

FOL	LOWINSTRUCTIONS			•				
18.	NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Stateme Debtor name did not fit, check here	ent; if line 1b was left blank bec	ause individual					
	18a. ORGANIZATION'S NAME ShiftPixy, Inc.							
OF	18b. INDIVIDUAL'S SURNAME							
	FIRST PERSONAL NAME							
	ADDITIONAL NAME(S)/INTITAL(S)  SUFFIX			DOCUMENT NUMBER: 70794500002  IMAGE GENERATED ELECTRONICALLY FOR WEB FILING THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY				
	ADDITIONAL DEBTOR'S NAME: Provide only $\underline{one}$ Debtor name	(19a or 19b) (use exact, full na	me; do not omit, m	odify, or abbreviate any p	art of the	Debtor's name)		
	19a ORGANIZATION'S NAME							
OR	19b. INDIVIDUAL'S SURNAME	FIRST PE	RSONAL NAME		ADDITION	AL NAME(S)/INITIAL(S)	SUFFIX	
19c.	MAILING ADDRESS	CITY		5	STATE	POSTAL CODE	COUNTRY	
20.	ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name	(20a or 20b) (use exact, full nai	me; do not omit, m	odify, or abbreviate any p	art of the I	L Debtor's name)		
	20a. ORGANIZATION'S NAME							
OR.	20b. INDIVIDUAL'S SURNAME	EIRST DE	RSONAL NAME	17	ADDITION	AL NAME(S)/INITIAL(S)	SUFFIX	
	ED. HADIAIDUAL S SURVIAINE	I INOT I EI	NOOTAL HAME	ĺ	ADDITION.	AL NAMIL(S)/INTTIAL(S)	SUFFIX	
20c.	MAILING ADDRESS	СІТҮ		5	STATE	POSTAL CODE	COUNTRY	
21.	ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name	(21a or 21b) (use exact, full nar	me; do not omit, m	odify, or abbreviate any p	art of the [	Debtor's name)		
	21a. ORGANIZATION'S NAME							
OR	21b. INDIVIDUAL'S SURNAME	FIRST PER	RSONAL NAME	<u> </u>	ADDITION	AL NAME(S)/INITIAL(S)	SUFFIX	
21c.	MAILING ADDRESS	СІТУ		5	STATE	POSTAL CODE	COUNTRY	
22. <b>T</b>	▼ADDITIONAL SECURED PARTY'S NAME or	lor SECURED PARTY	S NAME: Provid	le only one name (22a or	22b)			
1	P22a ORGANIZATION'S NAME Dominion Capital LLC				,			
OR.	2b. INDIVIDUAL'S SURNAME	FIRST PER	RSONAL NAME	Å	ADDITION	AL NAME(S)/INITIAL(S)	SUFFIX	
	MAILING ADDRESS West 38th Street, Suite 3250	CITY NEW Y	/ORK		TATE VY	POSTAL CODE 10018	COUNTRY USA	
	<u> </u>	IOR SECURED PARTY	S NAME: Provid	e only <u>one</u> name (23a or :	23b)			
1	sa. organization's name Alpha Capital Anstalt							
	3b. INDIVIDUAL'S SURNAME	FIRST PEF	RSONAL NAME	م		AL NAME(S)/INITIAL(S)	SUFFIX	
	MAILING ADDRESS LH Financial, 510 Madison Ave., 14th Floor	city New Y	ork			POSTAL CODE 10022	COUNTRY USA	
24.	MISCELLANEOUS:							

Page 4

# **UCC FINANCING STATEMENT ADDITIONAL PARTY**

FOL	LOW INSTRUCTIONS							
	NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was let Debtor name did not fit, check here	ift blank becau	se individual					
18a ORGANIZATION'S NAME ShiftPixy, Inc.								
OR	18b INDIVIDUAL'S SURNAME							
	FIRST PERSONAL NAME			DOGUMENT		EB. 7070450000		
	ADDITIONAL NAME(S)/INTITAL(S)  SUFFIX			DOCUMENT NUMBER: 70794500002  IMAGE GENERATED ELECTRONICALLY FOR WEB FILING THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY				
19.	ADDITIONAL DEBTOR'S NAME: Provide only <u>one</u> Debtor name (19a or 19b) (use e	exact, full name	e; do not omit, m					
	9a. ORGANIZATION'S NAME						***************************************	
OR,	9b. INDIVIDUAL'S SURNAME	FIRST PER	SONAL NAME		ADDITION	IAL NAME(S)/INITIAL(S)	SUFFIX	
19c.	MAILING ADDRESS	CITY			STATE	POSTAL CODE	COUNTRY	
20.	ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use e	exact, full name	e; do not omit, m	odify, or abbreviate any	part of the	Debtor's name)		
	0a. ORGANIZATION'S NAME							
OR.	0b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S) SUI		SUFFIX		
20c.	MAILING ADDRESS	CITY			STATE	POSTAL CODE	COUNTRY	
1	ADDITIONAL DEBTOR'S NAME: Provide only <u>one</u> Debtor name (21a or 21b) (use e. 1a. ORGANIZATION'S NAME	exact, full name	e; do not omit, mo	odify, or abbreviate any	part of the	Debtor's name)		
	Id. UNGANIZATION & INAME							
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERS	SONAL NAME		ADDITION	IAL NAME(S)/INITIAL(S)	SUFFIX	
21c. i	MAILING ADDRESS	CITY			STATE	POSTAL CODE	COUNTRY	
22.	ADDITIONAL SECURED PARTY'S NAME or TASSIGNOR SECURED	PARTY'S	NAME: Provid	le only <u>one</u> name (22a o	r 22b)			
	2a. ORGANIZATION'S NAME OSher Capital Partners LLC							
OR <sub>2</sub>	2b. INDIVIDUAL'S SURNAME	FIRST PERS	ONAL NAME		ADDITION	AL NAME(S)INITIAL(S)	SUFFIX	
	MAILING ADDRESS LH Financial, 510 Madison Ave., 14th Floor	New Yo	rk		state NY	POSTAL CODE 10022	COUNTRY USA	
23.	ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED	PARTY'S	NAME: Provide	e only <u>one</u> name (23a o	r 23b)			
	3a. ORGANIZATION'S NAME							
OR <sub>2</sub>	3b. INDIVIDUAL'S SURNAME	FIRST PERS	ONAL NAME		ADDITION	AL NAME(S)/INITIAL(S)	SUFFIX	
23c. I	MAILING ADDRESS	CITY			STATE	POSTAL CODE	COUNTRY	
24.	MISCELLANEOUS:					1		

See attached Exhibit A for a description of the collateral from the Security Agreement, dated as of June 4, 2018, by and among ShiftPixy, Inc. (the "Company"), each of the subsidiaries of the Company signatory thereto and MEF I, LP, CVI Investments, Inc., Dominion Capital LLC, Alpha Capital Anstalt and Osher Capital Partners LLC

### Exhibit A

Collateral Description in connection with the filing of UCC-1 Financing Statement – MEF I, LP et al. as Secured Parties, ShiftPixy, Inc. as Debtor

Collateral means the collateral in which the Secured Parties are granted a security interest by this Agreement to wit: all the assets of the Debtor which shall include the following personal property of the Debtors, whether presently owned or existing or hereafter acquired or coming into existence, wherever situated, and all additions and accessions thereto and all substitutions and replacements thereof, and all proceeds, products and accounts thereof, including, without limitation, all proceeds from the sale or transfer of the Collateral and of insurance covering the same and of any tort claims in connection therewith, and all dividends, interest, cash, notes, securities, equity interest or other property at any time and from time to time acquired, receivable or otherwise distributed in respect of, or in exchange for, any or all of the Pledged Securities (as defined below):

- (i) All goods, including, without limitation, (A) all machinery, equipment, computers, motor vehicles, trucks, tanks, boats, ships, appliances, furniture, special and general tools, fixtures, test and quality control devices and other equipment of every kind and nature and wherever situated, together with all documents of title and documents representing the same, all additions and accessions thereto, replacements therefor, all parts therefor, and all substitutes for any of the foregoing and all other items used and useful in connection with any Debtor's businesses and all improvements thereto; and (B) all inventory;
- (ii) All contract rights and other general intangibles, including, without limitation, all partnership interests, membership interests, stock or other securities, rights under any of the Organizational Documents, agreements related to the Pledged Securities, licenses, distribution and other agreements, computer software (whether "off-the-shelf", licensed from any third party or developed by any Debtor), computer software development rights, leases, franchises, customer lists, quality control procedures, grants and rights, goodwill, Intellectual Property and income tax refunds;
- (iii) All accounts, together with all instruments, all documents of title representing any of the foregoing, all rights in any merchandising, goods, equipment, motor vehicles and trucks which any of the same may represent, and all right, title, security and guaranties with respect to each account, including any right of stoppage in transit;
- (iv) All documents, letter-of-credit rights, instruments and chattel paper;
  - (v) All commercial tort claims;

- (vi) All deposit accounts and all cash (whether or not deposited in such deposit accounts);
  - (vii) All investment property;
  - (viii) All supporting obligations; and
- (ix) All files, records, books of account, business papers, and computer programs; and
- (x) the products and proceeds of all of the foregoing Collateral set forth in clauses (i)-(ix) above.

Without limiting the generality of the foregoing, the "Collateral" shall include all investment property and general intangibles respecting ownership and/or other equity interests in each Guarantor, including, without limitation, the shares of capital stock and the other equity interests listed on Schedule H hereto (as the same may be modified from time to time pursuant to the terms hereof), and any other shares of capital stock and/or other equity interests of any other direct or indirect subsidiary of any Debtor obtained in the future, and, in each case, all certificates representing such shares and/or equity interests and, in each case, all rights, options, warrants, stock, other securities and/or equity interests that may hereafter be received, receivable or distributed in respect of, or exchanged for, any of the foregoing and all rights arising under or in connection with the Pledged Securities, including, but not limited to, all dividends, interest and cash.

# STATE OF WYOMING \* SECRETARY OF STATE EDWARD A. BUCHANAN BUSINESS DIVISION

2020 Carey Avenue Suite 700, Cheyenne, WY 82002-0020

Phone: 307-777-7311 Email: UCC@wyo.gov

BRIDGE SERVICE CORP. 299 BROADWAY SUITE 1508 NEW YORK, NY 10007

June 13, 2018

# **UCC Financing Statement Acknowledgement**

FILING INFORMATION

Document #:

2018-11031715

Filing Date:

06/13/2018 06/13/2028

Lapse Date: Record Type:

UCC

Receipt #:

001433176

Alternate Designation:

Debtor / Secured Party

Optional Filer Ref Data:

101923.0008

**DEBTOR INFORMATION** 

Debtor Name:

SHIFTPIXY, INC.

Address:

1 VENTURE, SUITE 150

**IRVINE, CA 92618** 

SECURED PARTY INFORMATION

Secured Party Name:

MEF I, LP

Address:

40 WALL STREET

NEW YORK, NY 10005

Secured Party Name:

ALPHA CAPITAL ANSTALT

Address:

C/O LH FINANCIAL, 510 MADISON AVE., 14TH FL.

NEW YORK, NY 10022

Secured Party Name:

OSHER CAPITAL PARTNERS LLC

Address:

C/O LH FINANCIAL, 510 MADISON AVE., 14TH FL.

NEW YORK, NY 10022

Secured Party Name:

CVI INVESTMENTS, INC.

Address:

101 CALIFORNIA STREET, SUITE 3250

SAN FRANCISCO, CA 94111

Secured Party Name:

DOMINION CAPITAL LLC

Address:

341 WEST 38TH STREET, SUITE 800

NEW YORK, NY 10018

## Case 1:19-cv-08019-KPF Document 1-4 Filed 08/27/19 Page 10 of 15

Filing Date:

6/13/2018 11:43 AM

Financing Statement Doc 2018-11031715

This acknowledges the filing of the attached document. If we may be of any further service to you, please contact us at the number noted above.

> Edware X. Burlan EDWARD A. BUCHANAN

SECRETARY OF STATE

State of Wyoming

**Enclosures: Original Documents** 

		WY S	ecretary of Stat	е		
		FILED: 06/13/2018 11:25 AM				
		ID: 2018-11031715				
			.0 /1001/15			
	Name of Street S		The second secon			
UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS						
A. NAME & PHONE OF CONTACT AT FILER (optional) 212-267-8600						
B. E-MAIL CONTACT AT FILER (optional)						
ss@bridgeservice.com						
C. SEND ACKNOWLEDGMENT TO: (Name and Addre	:85)					
Bridge Service Corp.	7					
299 Broadway, Suite 1508						
New York, NY 10007						
·	,					
		ID)/# 554 05 10 54	20 EU 100 0E5100 1100			
1. DEBTOR'S NAME: Provide only one Debtor name (1a or			OR FILING OFFICE USE			
name will not fit in line 1b, leave all of item 1 blank, check here						
1a. ORGANIZATION'S NAME		<del>, 1-1</del>				
ShiftPixy, Inc.						
16. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	FADDITIC	NAL NAME(S)/INITIAL(S)	SUFFIX		
ic. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY		
1 Venture, Suite 150	Irvine	CA	92618	USA		
2. DEBTOR'S NAME. Provide only one Debtor name (2a dr						
name will not fit in line 2b, leave all of item 2 blank, check here						
2a ORGANIZATION'S NAME						
DR 25. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIO	NAL NAME(SYINITIAL(S)	SUFFIX		
	CITY		100.00			
c. MAILING ADDRESS	ÇIIT	STATE	POSTAL CODE	COUNTRY		
SECULATION OF DESIGNATION OF THE SECULATION OF THE SECURE OF THE SECULATION OF THE SECURE OF THE SECUR	1					
3. SECURED PARTY'S NAME for NAME of ASSIGNEE of 38. ORGANIZATIONS NAME	ASSIGNUR SECURED PARTY). Provide only one Secured	Harry name (3a or 3c	))			
MEF I, LP						
OR 3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIO	NAL NAME(SYINITIAL(S)	SUFFIX		
c MAILING ADDRESS	СПҮ	STATE	POSTAL CODE	COUNTRY		
40 Wall Street	New York	NY	10005	USA		

See attached Exhibit A for a description of the collateral from the Security Agreement, dated as of June 4, 2018, by and among ShiftPixy, Inc. (the "Company"), each of the subsidiaries of the Company signatory thereto and MEF I, LP, CVI Investments, Inc. Dominion Capital LLC, Alpha Capital Anstalt and Osher Capital Partners LLC.

6a. Check only if applicable and check only one box:  Public-Finance Transaction  Menutactured-Home Transaction  A Debtor is a Transmitting Utility  7. ALTERNATIVE DESIGNATION (if applicable):  Lessee/Lessor  Consignee/Consignor  Seller/Buyer  Bailee/Bailor  Licensee/Licensor  8. OPTIONAL FILER REFERENCE DATA:  101923.0008	5. Check only if applicable and check only one box: Colleteral isheld in a Trust (see UCC1Ad, item 17 and instructions)	being administered by a Decedent's Personal Representative
7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Sellar/Buyer Bailee/Bailor Licensee/Licensor 8. OPTIONAL FILER REFERENCE DATA:	Sa. Check only if applicable and chack only one box:	6b. Check goly if applicable and check goly one box:
8. OPTIONAL FILER REFERENCE DATA:	Public-Finance Transaction Menufactured-Home Transaction A Debtor is a Transmitting Utility	Agricultural Lien Non-UCC Filing
	7. ALTERNATIVE DESIGNATION (if applicable): 🔯 Lessee/Lessor 🔲 Consignee/Consignor 🔲 Seller/Buy	er Bailse/Bailor Licensee/Licensor

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4. COLLATERAL: This financing statement covers the following collateral:

#### UCC FINANCING STATEMENT ADDITIONAL PARTY **FOLLOW INSTRUCTIONS** 18. NAME OF FIRST DEBTOR; Same as line to or 1b on Financing Statement; if line 1b was left blank because Individual Deblor name did not fit, check here 188 ORGANIZATION'S NAME 186 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)ANITIAL(S) SUFFIX THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY 19. ADDITIONAL DESTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 19a, ORGANIZATION'S NAME OR 196 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SHEET 19c. MAILING ADDRESS STATE POSTAL CODE CITY COUNTRY 20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20s or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 20a ORGANIZATION'S NAME OR 200 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 20c. MAILING ADDRESS POSTAL CODE COUNTRY 21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21s or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 21a ORGANIZATION'S NAME OR 215 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(SVINITIAL(S) SUFFIX 21c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY 22. Z ADDITIONAL SECURED PARTY'S NAME of ASSIGNOR SECURED PARTY'S NAME: Provide only site name (22a or 22b) 22a, ORGANIZATION'S NAME Alpha Capital Anstalt OR 226, INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 220. MAILING ADDRESS CITY POSTAL CODE STATE COUNTRY c/o LH Financial, 510 Madison Ave., 14th Fl. New York NY 10022 USA 23. 7 ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b) 23s, ORGANIZATION'S NAME Osher Capital Partners LLC OR 236. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

New York

c/o LH Financial, 510 Madison Ave., 14th Fl.

24. MISCELLANEOUS

POSTAL CODE

10022

NY

COUNTRY

USA

#### UCC FINANCING STATEMENT ADDITIONAL PARTY **FOLLOW INSTRUCTIONS** 18. NAME OF FIRST DEBTOR: Same as line to or 1b on Financing Statement; if fine 1b was left blank because Individual Debtor name did not fit, check here 18a, ORGANIZATION'S NAME 18b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY 19. ADDITIONAL DEBTOR'S NAME. Provide only one Debtor name (19a or 19h) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 198. ORGANIZATIONS NAME 19b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 19c. MAILING ADDRESS POSTAL CODE COUNTRY 20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20s or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 208. ORGANIZATION'S NAME OR 206. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 20E MAILING ADDRESS STATE POSTAL CODE COUNTRY 21. ADDITIONAL DEBTOR'S NAME Provide only gog Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 218 ORGANIZATION'S NAME OR 216 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(SYINITIAL(S) SUFFIX 21c MAILING ADDRESS STATE POSTAL CODE COUNTRY 22. [7] ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only goe name (22a or 22b) 22a ORGANIZATION'S NAME CVI Investments, Inc. 22b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIA 22c MAILING ADDRESS C/O Heights Capital Management STATE POSTAL CODE COUNTRY 101 California Street, Suite 3250 San Francisco 94111 CA USA 23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 22b) 23a, ORGANIZATION'S NAME **Dominion Capital LLC** OR 230 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

New York

OSTAL CODE

10018

NY

COUNTRY

USA

230 MAILING ADDRESS

24. MISCELLANEOUS:

341 West 38th Street, Suite 800

### Exhibit A

Collateral Description in connection with the filing of UCC-1 Financing Statement – MEF I, LP et al. as Secured Parties, ShiftPixy, Inc. as Debtor

Collateral means the collateral in which the Secured Parties are granted a security interest by this Agreement to wit: all the assets of the Debtor which shall include the following personal property of the Debtors, whether presently owned or existing or hereafter acquired or coming into existence, wherever situated, and all additions and accessions thereto and all substitutions and replacements thereof, and all proceeds, products and accounts thereof, including, without limitation, all proceeds from the sale or transfer of the Collateral and of insurance covering the same and of any tort claims in connection therewith, and all dividends, interest, cash, notes, securities, equity interest or other property at any time and from time to time acquired, receivable or otherwise distributed in respect of, or in exchange for, any or all of the Pledged Securities (as defined below):

- (i) All goods, including, without limitation, (A) all machinery, equipment, computers, motor vehicles, trucks, tanks, boats, ships, appliances, furniture, special and general tools, fixtures, test and quality control devices and other equipment of every kind and nature and wherever situated, together with all documents of title and documents representing the same, all additions and accessions thereto, replacements therefor, all parts therefor, and all substitutes for any of the foregoing and all other items used and useful in connection with any Debtor's businesses and all improvements thereto; and (B) all inventory;
- (ii) All contract rights and other general intangibles, including, without limitation, all partnership interests, membership interests, stock or other securities, rights under any of the Organizational Documents, agreements related to the Pledged Securities, licenses, distribution and other agreements, computer software (whether "off-the-shelf", licensed from any third party or developed by any Debtor), computer software development rights, leases, franchises, customer lists, quality control procedures, grants and rights, goodwill, Intellectual Property and income tax refunds;
- (iii) All accounts, together with all instruments, all documents of title representing any of the foregoing, all rights in any merchandising, goods, equipment, motor vehicles and trucks which any of the same may represent, and all right, title, security and guaranties with respect to each account, including any right of stoppage in transit;
- (iv) All documents, letter-of-credit rights, instruments and chattel paper;
  - (v) All commercial tort claims;

- (vi) All deposit accounts and all cash (whether or not deposited in such deposit accounts);
  - (vii) All investment property;
  - (viii) All supporting obligations; and
- (ix) All files, records, books of account, business papers, and computer programs; and
- (x) the products and proceeds of all of the foregoing Collateral set forth in clauses (i)-(ix) above.

Without limiting the generality of the foregoing, the "Collateral" shall include all investment property and general intangibles respecting ownership and/or other equity interests in each Guarantor, including, without limitation, the shares of capital stock and the other equity interests listed on Schedule H hereto (as the same may be modified from time to time pursuant to the terms hereof), and any other shares of capital stock and/or other equity interests of any other direct or indirect subsidiary of any Debtor obtained in the future, and, in each case, all certificates representing such shares and/or equity interests and, in each case, all rights, options, warrants, stock, other securities and/or equity interests that may hereafter be received, receivable or distributed in respect of, or exchanged for, any of the foregoing and all rights arising under or in connection with the Pledged Securities, including, but not limited to, all dividends, interest and cash.